

SUPPLEMENT TO AMENDED AND RESTATED ASSIGNMENT OF LEASES

SUPPLEMENT NO. 1
TO
SCHEDULE 1
ANNEXED TO AMENDED AND RESTATED ASSIGNMENT OF LEASES
DATED AS OF JUNE 30, 1989
BY
ACF INDUSTRIES, INCORPORATED
("ASSIGNOR")
TO
NORSTAR BANK, ("BANK")

RECORDATION NO. 1486322 FILED 1423
JUL 13 1989 -3 20 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, Assignor and the Bank entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated June 30, 1989 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank has agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Bank entered into a certain Amended and Restated Assignment of Leases dated as of June 30, 1989 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Bank this Supplement to Amended and Restated Assignment of Leases and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Assignor shall execute and deliver to the Bank this Supplement to Amended and Restated Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule I to the Assignment is hereby amended by deleting therefrom the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed, which lease agreements are hereby

released from the lien and assignment created under and pursuant to the Assignment:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 11th day of July, 1989.

ACF INDUSTRIES, INCORPORATED

By 

Name: Robert J. Mitchell
Title: Treasurer

NORSTAR BANK

By 

Name:
Title: VP

COUNTY OF Worcester

Eliza L. Hart

91

COUNTY OF NEW YORK)

Joseph D. Catania

91

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESG.</u>	<u>COST</u>
ACFX 41501-41600	100	C214	\$ 4,711,300
ACFX 65858-65862	8	C414	406,224
65865-65866			
65869			
			<u>\$ 5,117,524</u>

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